

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "FOREST ALASKA OPERATING LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF SEPTEMBER, A.D. 2006, AT 8:52 O'CLOCK A.M.



4213787 8100

060815065

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5015131

DATE: 09-01-06

EXHIBIT A
PAGE 1 OF 6

FOC 000486

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:13 AM 09/01/2006
FILED 08:52 AM 09/01/2006
SRV 060815065 - 4213787 FILE

**CERTIFICATE OF FORMATION
OF
LIMITED LIABILITY COMPANY**

FIRST. The name of the limited liability company is Forest Alaska Operating LLC.

SECOND. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808. The name of its Registered Agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Forest Alaska Operating LLC this 1st day of September, 2006.

By: 

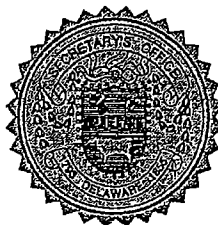
Elizabeth J. Stenmark
Authorized Person

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "FOREST ALASKA LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2006, AT 1:16 O'CLOCK P.M.



4181942 8100

060615957

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4859302

DATE: 06-27-06

EXHIBIT A
PAGE 3 OF 6 FOC 000429

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:21 PM 06/27/2006
FILED 01:16 PM 06/27/2006
SRV 060615957 - 4181942 FILE

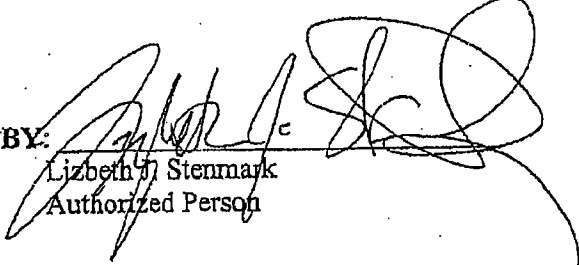
**CERTIFICATE OF FORMATION
OF
LIMITED LIABILITY COMPANY**

FIRST. The name of the limited liability company is Forest Alaska LLC.

SECOND. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808. The name of its Registered Agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Forest Alaska LLC this 27th day of June, 2006.

BY:


Lizbeth M. Stenmark
Authorized Person

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FOREST ALASKA LLC", CHANGING ITS NAME FROM "FOREST ALASKA LLC" TO "FOREST ALASKA HOLDING LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF SEPTEMBER, A.D. 2006, AT 8:51 O'CLOCK A.M.



4181942 8100

060815062

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5015141

DATE: 09-01-06

EXHIBIT

PAGE 5

OF 6

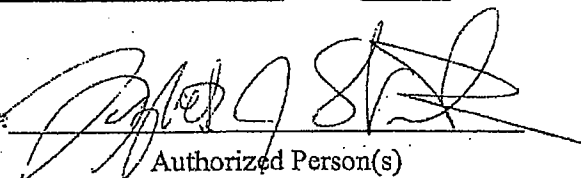
FOC 000431

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: Forest Alaska LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows: The name of the limited liability company is changed:
FIRST. The name of the limited liability company is
Forest Alaska Holding LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 1st day of September, A.D. 2006.

By: 
Authorized Person(s)

Name: Lizbeth J. Stenmark
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:13 AM 09/01/2006
FILED 08:51 AM 09/01/2006
SRV 060815062 - 4181942 FILE